

ARTICLES OF ASSOCIATION

OF

HONG KONG CHINA SKATING UNION LIMITED
(中國香港滑冰聯盟有限公司)

Incorporated the 19th day of March 2003

THE COMPANIES ORDINANCE (Chapter 622)

**Company limited by guarantee
and not having a share capital**

ARTICLES OF ASSOCIATION

OF

**HONG KONG CHINA SKATING UNION LIMITED
(中國香港滑冰聯盟有限公司)**

Part A Mandatory Articles

1. Company Name

The name of the company is “HONG KONG CHINA SKATING UNION LIMITED (中國香港滑冰聯盟有限公司)” (“**the Association**”).

2. Members’ Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of ONE HUNDRED Hong Kong Dollars (HK\$100.00).

We, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Names, Addresses and Descriptions of the Subscribers
<p>1. (<i>Sd.</i>) Li Guang-Jing Li Guang-Jing (李光京) B8-9/F., Causeway Centre, 28 Harbour Road, Wanchai, Hong Kong.</p> <p>2. (<i>Sd.</i>) Fung Wai Fung Wai (馮惠) B8-9/F., Causeway Centre, 28 Harbour Road, Wanchai, Hong Kong.</p>

Part B Other Articles

**PART 1
INTERPRETATION**

1. Interpretation

1.1. In the Articles, unless the context otherwise requires, the words below shall have the meaning set opposite each of them respectively and save as aforementioned, words defined in the Ordinance shall bear the same meaning in the Articles:-

“Articles” means the articles of association of the Association;

“Association” means the company registered as “HONG KONG CHINA SKATING UNION LIMITED (中國香港滑冰聯盟有限公司)”;

“Member” **or** means a member or members of the Association;
“Members”

“Executive Committee” means the Executive Committee of the Association for the time being;

“Executive Committee Member” means a member of the Executive Committee;

“Chairman” means the Chairman of the Executive Committee for the time being;

“Vice-Chairman” means the Vice-Chairman of the Executive Committee for the time being;

“Honorary Coach(es)” means the Honorary Coach(es) of the

Association for the time being;

“Honorary Member(s)” means the Honorary Member(s) of the Association for the time being;

“Honorary President(s)” means the Honorary President(s) of the Association for the time being;

“Honorary Secretary” means the Honorary Secretary of the Association for the time being;

“Honorary Treasurer” means the Honorary Treasurer of the Association for the time being;

“Annual General Meeting(s)” means the yearly General Meeting of the members of the Association;

“general meeting(s)” means a general Meeting of the Association;

“Mental Incapacity” has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

“Mentally Incapacitated Person” means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of Mental Incapacity, of managing and administering his or her property and affairs;

“month(s)” means calendar month(s);

“in writing” means written, printed, typewritten or lithographed, or partly one and partly another, or visibly expressed in any other modes of representing or reproducing words and includes

in any form of electronic device communication, computerized cable and telex messages;

“Ordinance” means the Companies Ordinance (Chapter 622), as may be amended from time to time and includes every other ordinance substituted therefor;

“Proxy Notice” has the meaning set forth in Article 42.1 of the Articles.

- 1.2. In the Articles, words importing the singular number shall include the plural number and vice versa, words importing the masculine gender shall include the feminine gender and vice versa, and words importing persons shall include corporations.
- 1.3. Subject as aforesaid, the Articles shall be construed with reference to the provisions of the Ordinance and terms used in the Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

PART 2 OBJECTS

2. Objects of the Association

- 2.1. The registered office of the Association shall be situated in Hong Kong.
- 2.2. The objects for which the Association is established are:-
 - (a) to promote and protect the interests of the sports of ice skating and other ice activities;
 - (b) to promote the art, professional skill and knowledge in the sport of ice skating and other ice activities and to encourage amateur involvement therein;
 - (c) to promote and support organizations with objects similar to the Associations and the activities carried out by such organizations with a view of promoting

- the sport of ice activities of all kinds;
- (d) to promote the morality of sports, friendship and mutual aid among members of the Association;
 - (e) to promote and provide amenities and facilities for the social and communal welfare of the members;
 - (f) to promote, conduct, organize and encourage either alone or jointly with any association, clubs or persons, athletic meetings, sports competitions, contests and matches and to offer, give or contribute toward prizes, medals and awards that are calculated directly or indirectly to advance the sports of ice skating and other ice activities;
 - (g) to affiliate with any worldwide or regional organizations dedicated to the promotion of ice skating and other ice activities;
 - (h) to grant donations, scholarships, financial or material assistance, including payment of passages, travels, living allowances and other incidental expenses, and to subscribe funds to individuals and institutions for the furtherance of activities which appear to the Association to be beneficial to the community, or to attain any of the Association's objects;
 - (i) to acquire by purchase, lease, or otherwise any other lands, buildings, easements or property which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Association;
 - (j) to manage, improve and maintain all or any part of the lands, buildings, easements and property of the Association and demise, underlet, exchange, sell or otherwise deal with and dispose of the same, either together or in portions, and for such considerations as the Association may think fit, and, in particular, for shares, debentures or securities of any company purchasing the same;
 - (k) to hire and employ all classes of persons considered necessary for the purposes of the Association and to pay to them and to other persons, in return for services rendered to the Association salaries, wages, gratuities and pensions;
 - (l) to accept donations and endowments and to take any gift of property for any one or more of the objects of the Association;
 - (m) to subscribe to any local or other charities, and to grant donations for any

public purposes;

- (n) to establish and support, and to aid in the establishment and support of, any other charitable establishments and institutions formed for all or any of the objects of the Association;
- (o) for the purposes of the Association, to invest and deal with the money of the Association not immediately required, upon such investments, securities and in such manner allowed by law as may from time to time be determined;
- (p) to borrow or raise any money required for the purpose of the Association upon such securities as may be determined and in such manner as the Association shall think fit and in particular by issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charges upon all or any part of the property of the Association both present and future;
- (q) to sell, let, mortgage, or otherwise turn to account all or any lands, buildings, messuages or tenements of whatsoever nature or kind and wheresoever situate with a view to the promotion of its objects;
- (r) to dispose of or turn to account any goods and chattels of whatsoever nature or kind with a view to the promotion of its objects;
- (s) for the purposes of the Association, to draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, and other negotiable or transferable instruments;
- (t) to enter into any agreement with the Government or any authority whether local or otherwise that may be conducive to the objects of the Association or any of them or to obtain from Government or any such authority any rights, privileges and concessions;
- (u) for the purposes of the Association, to stand surety for or to guarantee support or secure the performance of all or any of the obligations of any person, firm or company whether jointly with any other person, firm or company and/or severally and whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking property and assets of the Association both present and future, or by both such methods;
- (v) to print and publish any newspaper, periodicals, books, or leaflets that the Association may think fit for the promotion of its objects;
- (w) to undertake and execute any trusts which may seem to the Association

- conducive to any of the objects;
- (x) to do all such other lawful things as are incidental or conducive to the attainment of the above objects; and
- (y) to do such act(s) or object(s) as the Executive Committee may think fit from time to time

PROVIDED always that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

3. Application of income and property of the Association

- 3.1. The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in the Articles.
- 3.2. Subject to Articles 3.4 and 3.5 below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any member of the Association.
- 3.3. No member of the Executive Committee of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Article 3.5 below) shall be given by the Association to any member of the Executive Committee.
- 3.4. Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee of the Association in return for any services actually rendered to the Association.
- 3.5. Nothing herein shall prevent the payment, in good faith, by the Association:-
- (a) to any member of the Executive Committee of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Association or the Executive Committee at a rate per year not exceeding 2% above the prime rate

- prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of the Executive Committee;
 - (d) of remuneration or other benefits in money or money's worth to a body corporate in which a member of the Association or of the Executive Committee is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes;
 - (e) of remuneration or salary to any employees or officers, servants or members or to any other persons in return for services actually rendered to the Association.
- 3.6. No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Articles 3.4 and 3.5 above.

PART 3

EXECUTIVE COMMITTEE

Division 1 – Executive Committee's Powers and Responsibilities

4. Executive Committee's general authority

- 4.1. Subject to the Ordinance and the Articles, the business and affairs of the Association are managed by the Executive Committee, who may exercise all the powers of the Association.
- 4.2. An alteration of the Articles does not invalidate any prior act of the Executive Committee that would have been valid if the alteration had not been made.
- 4.3. The powers given by the Article are not limited by any other power given to the Executive Committee by the Articles.
- 4.4. Without prejudice to the general powers contained in the preceding clauses and in the Articles, the Executive Committee shall have power:-
 - (a) to acquire by purchase or otherwise, any property, rights or privileges, capable

of being validly acquired by the Association and to settle the consideration, terms and conditions;

- (b) to bring and prosecute, and to defend any legal or other proceedings, to compensate, settle, abandon or refer to arbitration any such proceedings or any claim by or against the Association;
- (c) to invest or otherwise deal with the monies of the Association not immediately required upon such securities and in such manner as it thinks fit, and from time to time to vary or realise such investment;
- (d) to raise or borrow any monies required for the purposes of the Association upon such terms and on such securities as may be determined and to secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Association;
- (e) to make, fulfill, rescind, modify, or vary any contract or to do all such acts and things as they may think expedient for the purpose of the Association;
- (f) to make, give, accept, endorse, transfer and negotiate such bills of exchange or other similar obligations as the Association may think fit in carrying out the objects of the Association;
- (g) to pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Association is established;
- (h) to appoint, suspend and remove all staff, manager, agents, secretaries, clerks, servants and workmen of the Association, to fix their remuneration and determine their duties, and to sanction the payment of the same out of the funds of the Association; and
- (i) to appoint any company, firm or person or body of persons to be the professional body(ies) of the Association for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as they may think fit.

4.5. An Executive Committee's meeting at which a quorum is present may exercise all powers exercisable by the Executive Committee.

5. Members' reserve power

5.1. The members may, by special resolution, direct the Executive Committee to take, or refrain from taking, a specific action.

5.2. The special resolution does not invalidate anything that the Executive Committee has done before the passing of the resolution.

6. Delegation of the Executive Committee

6.1. Subject to the Articles, the Executive Committee may, if they think fit, delegate any of the powers that are conferred on them under the Articles—

- (a) to any person or representative;
- (b) by any means (including by power of attorney);
- (c) to any extent and without territorial limit;
- (d) in relation to any matter; and
- (e) on any terms and conditions.

6.2. The delegation so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on him by the Executive Committee.

6.3. If the Executive Committee so specifies, the delegation may authorize further delegation of the Executive Committee's powers by any person to whom they are delegated.

6.4. The Executive Committee may:-

- (a) revoke the delegation wholly or in part; or
- (b) revoke or alter its terms and conditions.

7. Sub-committees

7.1. In addition to Article 6, the Executive Committee may, from time to time, appoint a committee ("**Sub-Committee**") consisting not less than one Executive Committee Members as it considers necessary for securing an efficient discharge of its functions and may delegate to any such sub-committees any of its powers and duties provided that no delegation make hereunder shall preclude the Executive Committee from exercising or performing or resuming at any time any of the powers and duties so delegated.

- 7.2. Any member may be appointed as a member of any such Sub-Committee notwithstanding that he is not an Executive Committee Member.
- 7.3. All Sub-Committee so appointed must comply with the rules or regulations that are imposed by the Executive Committee.
- 7.4. All acts done by any meeting of the Sub-Committee or by any person acting as a member of the Sub-Committee, shall, notwithstanding that it was afterwards discovered that there were some defects in the appointment of any such member of Sub-Committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or were qualified to be a member of the Sub-Committee.

Division 2 – Decision-taking by the Executive Committee

8. Composition of the Executive Committee

- 8.1. Until otherwise determined by the Association in general meeting the number of the Executive Committee Members shall not be less than three and no more than five.
- 8.2. The first Executive Committee Members of the Association shall be nominated in writing by the majority of the subscribers to the Memorandum of Association and remain in office until the conclusion of the annual general meeting in 2006.
- 8.3. 1 Executive Committee Member shall be elected from written nomination submitted by at least 10 members at an Annual General Meeting.
- 8.4. Each Executive Committee Member shall hold office until October 2006 and thereafter for a term of four years or until the conclusion of the Annual General Meeting following the conclusion of the Winter Olympics. All retiring Executive Committee Members shall be eligible for re-election.
- 8.5. The Executive Committee may from time to time elect among themselves, a Chairman, a Vice-Chairman, an Honorary Secretary, and an Honorary Treasurer.

- 8.6. Commencing from October 2006, only ordinary member of three-year standing is eligible for election as Executive Committee Members.
- 8.7. Any casual vacancy occurring in the Executive Committee may be appointed by the Executive Committee.
- 8.8. The Association may by special resolution remove any Executive Committee member before the expiration of his period of office and may by Ordinary Resolution appointed another qualified member in his stead.

9. General Power of the Executive Committee

- 9.1. The management of the affairs of the Association shall be vested in the Executive Committee.
- 9.2. “Members Management Regulations”, “Coaches Management Regulations”, “Figure Skating Level Tests” or other bylaws and regulations are the regulations of the Association and the Executive Committee can from time to time at its sole and absolute discretion revised any parts of the same.

10. No remuneration

- 10.1. An Executive Committee Member shall not receive any salary or remuneration, but he shall be indemnified by the Association in respect of travelling expenses and other expenditure properly incurred in and about the affairs of the Association.

11. Proceedings of the Executive Committee

- 11.1. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings (date, time, place and mode, which may be visual, electronic or physical) and business as they may think fit.
- 11.2. Meetings of the Executive Committee may be convened on the request of their Chairman or by requisition in writing by two Executive Committee Members stating the objects for which such meetings are to be convened and forwarded to the Honorary Secretary.

- 11.3. The Chairman or in his absence the Vice Chairman shall preside at meetings of the Executive Committee and if at any meeting neither of them is present within fifteen minutes after the time appointed, those present shall choose one of their members to be Chairman of the meeting by majority voting.
- 11.4. The quorum necessary for the transaction of the business of the Executive Committee shall be two Executive Committee Members.
- 11.5. Questions arising at any meeting of the Executive Committee shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 11.6. The continuing Executive Committee Members may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members, the continuing Executive Committee Member may act for the purpose of filling up vacancies in their body or summoning a general meeting of the Association, but for no other purpose.
- 11.7. The Executive Committee may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing approved by all the Executive Committee Members shall be valid and effectual as if it had been passed at a meeting of the Executive Committee.

12. Competency of an Executive Committee meeting

Subject to the compliance with Article 11, a meeting of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Executive Committee generally.

13. Power to invite Honorary Presidents and/or Honorary Chairman Emeritus and/or Honorary Coaches and or Honorary Members

The Executive Committee may from time to time unanimously invite any suitable

qualified persons to be Honorary Presidents and/or Honorary Chairman Emeritus and/or Honorary Coaches and/or Honorary Members of the Association.

14. Disqualification of Executive Committee Members

The office of an Executive Committee Member shall be vacated if the Executive Committee Member:-

- (a) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (b) becomes a Mentally Incapacitated Person;
- (c) resigns the office by notice in writing to the Association;
- (d) for more than 6 months has been absent without the Executive Committee's permission from Executive Committee's meetings held during that period;
- (e) fails to disclose a conflict of interest in accordance with the Articles and the Ordinance;
- (f) dies.

15. Conflicts of interest

15.1. This article applies if:-

- (a) an Executive Committee Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's business; and
- (b) the Executive Committee Member's interest is material.

15.2. The Executive Committee Member must declare the nature and extent of his interest to the other Executive Committee Members in accordance with section 536 of the Ordinance, that which applies to director shall be applicable to Executive Committee Members.

15.3. The Executive Committee Member must neither:-

- (a) vote in respect of the transaction, arrangement or contract in which the Executive Committee Member is so interested; nor
- (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.

15.4. If the Executive Committee Member contravenes Article 15.3, the vote must not be counted.

15.5. Article 15.3 does not apply to:-

- (a) an arrangement for giving an Executive Committee Member any security or indemnity in respect of money lent by the Executive Committee Member to or obligations undertaken by the Executive Committee Member for the benefit of the Association; or
- (b) an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the Executive Committee Member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security.

15.6. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Validity of acts of meeting of the Executive Committee Members

The acts of any meeting of Executive Committee or the acts of any person acting as an Executive Committee Member are as valid as if the Executive Committee Members or the person had been duly elected as an Executive Committee Member, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the Executive Committee Members or of the person acting as an Executive Committee Member;
- (b) any one or more of them were not qualified to be an Executive Committee Member or were disqualified from being an Executive Committee Member;
- (c) any one or more of them had ceased to hold office as an Executive Committee Member;
- (d) any one or more of them were not entitled to vote on the matter in question.

17. Executive Committee's discretion to make further rules

Subject to the Articles, the Executive Committee may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to the Executive Committee

Member.

Division 3 – Executive Committee Member’s Indemnity and Insurance

18. Indemnity

18.1. An Executive Committee Member or former Executive Committee Member of the Association may be indemnified out of the Association’s assets against any liability incurred by the Executive Committee Member to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).

18.2. Article 18.1 only applies if the indemnity does not cover:-

- (a) any liability of the Executive Committee Member to pay:-
 - i. a fine imposed in criminal proceedings; or
 - ii. a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
- (b) any liability incurred by the Executive Committee Member:-
 - i. in defending criminal proceedings in which the Executive Committee Member is convicted;
 - ii. in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the Executive Committee Member;
 - iii. in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the Executive Committee Member;
 - iv. in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Executive Committee Member; or
 - v. in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Executive Committee Member relief.

18.3. A reference in Article 18.2(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

18.4. For the purposes of Article 18.3, a conviction, judgment or refusal of relief:-

(a) if not appealed against, becomes final at the end of the period for bringing an appeal; or

(b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.

18.5. For the purposes of Article 18.4(b), an appeal is disposed of if:-

(a) it is determined, and the period for bringing any further appeal has ended; or

(b) it is abandoned or otherwise ceases to have effect.

19. Insurance

The Executive Committee may decide to purchase and maintain insurance, at the expense of the Association, for an Executive Committee Member of the Association, against:-

(a) any liability to any person attaching to the Executive Committee Member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association or associated company (as the case may be); or

(b) any liability incurred by the Executive Committee Member in defending any proceedings (whether civil or criminal) taken against the Executive Committee Member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association or associated company (as the case may be).

Division 4 – Honorary Secretary

20. The Honorary Secretary and Assistant Honorary Secretary

20.1. The Honorary Secretary shall be a member of the Executive Committee.

20.2. The Executive Committee may from time to time appoint an Assistant Honorary

Secretary and any person so appointed may act in place of the Honorary Secretary if there is no Honorary Secretary or no Honorary Secretary capable of acting.

21. Duty of Honorary Secretary

The Honorary Secretary shall:-

- (a) have custody of the Association's Bye-Laws and Rules;
- (b) keep an accurate record of all proceedings of general meetings and Executive Committee Meetings and of all correspondence and proceedings of the Association.

Division 5 – Honorary Treasurer

22. The Honorary Treasurer and Assistant Honorary Treasurer

22.1. The Honorary Treasurer shall be a member of the Executive Committee.

22.2. The Executive Committee may from time to time appoint an Assistant Honorary Treasurer and any person so appointed may act in place of the Honorary Treasurer if there is no Honorary Treasurer or no Honorary Treasurer capable of acting.

23. Duty of Honorary Treasurer

23.1. The Honorary Treasurer shall be responsible for the receipts of all monies payable to the Association. The receipt of the Honorary Treasurer or in his absence the Assistant Honorary Treasurer for all monies coming to the Association shall be a sufficient discharge.

23.2. All monies received by the Association shall be kept at an appointed bank and all cheques shall be signed jointly by any two of the Chairman, the Vice-Chairman, the Honorary Secretary and the Honorary Treasurer.

PART 4

MEMBERS

Division 1 – Becoming and Ceasing to be Member

24. Membership

24.1. The membership of the Association shall be unlimited number of members.

24.2. Unless otherwise approved by the Executive Committee, every application for membership shall be made in writing signed by the applicant in such form as the Executive Committee shall from time to time prescribe or approve, and the Executive Committee shall have an absolute discretion to accept or reject any application without assigning any reason therefor.

24.3. The Executive Committee may at its sole discretion admit an applicant for the following memberships:-

<u>Membership</u>	<u>Criteria and Power</u>
(a) Ordinary Member	<ul style="list-style-type: none">i. who is over 18 years of age at the time of application for membership and holds a valid Hong Kong identity card and is a permanent resident of the Hong Kong Special Administrative Region and who has lived in Hong Kong for at least seven (7) years; or whose membership would in the opinion of the Executive Committee further the interest and objects of the Association;ii. who pays to the Association the appropriate entrance fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant; andiii. who shall have the right to attend and vote at the general meeting and be eligible for election to the Executive Committee.
(b) Junior Member	<ul style="list-style-type: none">i. who is under 18 years of age at the time of application for membership and holds a valid Hong Kong identity card and is a permanent resident of the Hong Kong Special Administrative Region and who has lived in Hong Kong for at least seven (7) years; or whose membership would in the opinion of the Executive Committee further the interest and

- objects of the Association;
 - ii. who pays to the Association the appropriate entrance fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant; and
 - iii. who shall have the right to attend and vote at the general meeting but not be eligible to be elected to the Executive Committee.
- (c) Affiliate Member
- i. who has not lived in Hong Kong for at least seven (7) years or who is accepted by the Executive Committee in its opinion that such membership would further the interests and objects of the Association;
 - ii. who pays to the Association the appropriate entrance fee within the time stipulated in the Notice of Acceptance to Membership given by the Executive Committee to the applicant; and
 - iii. who shall have the right to attend but shall not have the right to vote at the general meeting and shall not be eligible to be elected to the Executive Committee.
- (d) Trial Member
- i. in the meantime enroll as a member of other organizations of similar nature and can he or she take part in activities thereof;
 - ii. who shall have the right to attend but shall not have the right to vote at the general meeting and shall not be eligible to be elected to the Executive Committee;
 - iii. who pays to the Association the appropriate entrance fee with the time stipulated in the Notice of Acceptance to Membership given by the Executive

- Committee to the applicant;
- iv. who shall have the right to participate in any events or competition hosted by The Association but shall not be eligible to represent Hong Kong in any international competition or events; and
 - v. subject always to the sole and absolute power of the Association to review and amend the above regulations (i) to (iv) for the Trial Member.

24.4. The Executive Committee shall determine the details and prescribed rules for the application of membership.

25. Membership fees

Unless otherwise determined by the Executive Committee, the membership fees payable by a member shall be as follows:-

- (a) an Annual Subscription (to be determined by the Executive Committee annually from time to time at the sole and absolute discretion of the Executive Committee) payable upon admission as a member and subsequently on the 1st day of each calendar year commencing from the 1st day of the year in which the member is admitted.
- (b) The Honorary Presidents, the Honorary Chairman Emeritus, the Honorary Coaches, the Honorary Members, the Executive members and designated Members approved by the Executive Committee are exempted from paying the Annual Subscription as stated in Article 25(a) above.

26. Rules Relating to Members

26.1. Every member of the Association shall be subject to and absolutely bound by these Articles and bye-laws as the Executive Committee may from time to time determine and shall have the following obligations:-

- (a) to observe and obey all resolutions passed by the Association in general meetings;
- (b) to assist the Association in the promotion of the affairs of the Association; and
- (c) to pay all fees and charges (if any) payable to the Association.

26.2. The rights and privileges of a member shall be personal to a member and shall not be by his own act or by operation of law and shall terminate upon any of the following situations:

- (a) that a member by notice in writing to the Executive Committee resigns from membership;
- (b) expulsion from membership;
- (c) upon his death;
- (d) that a member becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (e) that a member becomes a Mentally Incapacitated Person;
- (f) that a member is convicted, whether in Hong Kong or elsewhere, of an offence the conviction for which necessarily involved a finding that he acted fraudulently, corruptly or dishonestly;
- (g) that a member is imprisoned for a criminal offence or, in the opinion of the Executive Committee, has left Hong Kong to escape trial or shall be dismissed from the public services with disgrace; and
- (h) that a member without prior approval from the Executive Committee; fails and/or refuses to participate in the activities of the Association for 3 months.

26.3. Upon the occurrence of any of the situations as set out in Article 26.2 above, a member shall cease to become a member.

26.4. If any member shall neglect for two months to pay any money due from him to the Association, the Association may forthwith suspend his privileges and rights of membership and may serve upon him a notice in writing appointing a day for payment. If he is in default for one month after services of such notice, his membership shall cease. Any member who pays all monies due by him to the Association may be reinstated as a member at the discretion of the Executive Committee.

26.5. Any person who shall for any reason cease to be a member of the Association shall not be entitled to a refund in whole or in part of any subscriptions or entrance fees or other monies already paid by him to the Association and shall remain liable for payment of all subscriptions, entrance fees and money due by him to the

Association at the time of his ceasing to be a member.

26.6. Any member may withdraw from the Association by giving one month's notice to the Association and his membership shall be terminated upon expiration of the notice.

27. Expulsion of members

27.1. If any member violates these Articles or Bye-laws of the Association or if his opinion or conduct shall in the opinion of the Executive Committee be injurious to the interest or character of the Association, or in contradiction or disagreement with the opinion or policy of the Association, the Executive Committee shall invite the member complained of by letter to give an explanation of his opinion or conduct or to appear before a meeting of the Executive Committee convened to consider his case.

27.2. If the Executive Committee is not satisfied with the explanation offered by the member complained of, they shall call upon such member to resign, and should he not do so within two weeks, his name shall be removed from the list of members and he shall thereupon cease to be a member of the Association provided always that the decision calling upon him to resign shall be supported by at least a three-fourths majority of the Executive Committee Members of the Executive Committee present at such meeting.

27.3. An Executive Committee Member of the Executive Committee shall not act at any meeting which is held to investigate any case in which he is a complainant or the subject of such complaint.

Division 2 – General Meetings

28. General meetings

28.1. Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold an Annual General Meeting in accordance with section 610 of the Ordinance.

- 28.2. The Executive Committee may, if it thinks fit, call a general meeting.
- 28.3. If the Executive Committee is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance.
- 28.4. If the Executive Committee does not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.
- 28.5. For the avoidance of doubt, the general meeting can be held at 2 or more places using any technology that enables the members of the Association who are not together at the same place to listen, speak and vote at the meeting.

29. Notice of general meetings

- 29.1. An Annual General Meeting must be called by notice of at least 21 days in writing.
- 29.2. A general meeting other than an Annual General Meeting must be called by notice of at least 14 days in writing.
- 29.3. The notice is exclusive of—
- (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- 29.4. The notice must:-
- (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places using any technology that enables the members of the Association who are not together at the same place to listen, speak and vote at the meeting, the principal place or electronic platform of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;

- (d) for a notice calling an Annual General Meeting, state that the meeting is an Annual General Meeting;
- (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting:-
 - i. include notice of the resolution; and
 - ii. include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
- (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
- (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.

29.5. Article 29.4(e) does not apply in relation to a resolution of which:-

- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
- (b) notice has been given under section 615 of the Ordinance.

29.6. Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed:-

- (a) for an Annual General Meeting, by all the members entitled to attend and vote at the meeting; and
- (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

30. Persons entitled to receive notice of general meetings

30.1. Notice of a general meeting must be given to every member or such persons as are under the Articles or the Ordinance entitled to receive such notice.

30.2. If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Association must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

31. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

32. Attendance and speaking at general meetings

32.1. A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.

32.2. A person is able to exercise the right to vote at a general meeting when:-

- (a) the person whose membership is one with the voting power in accordance with the Articles;
- (b) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- (c) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.

32.3. The Executive Committee may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

32.4. In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.

32.5. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

33. Quorum for general meetings

33.1. Two members present in person or by proxy constitute a quorum at a general

meeting.

33.2. No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

33.3. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present all members present who are entitled to vote thereat shall be a quorum.

34. Chairing general meetings

34.1. The Chairman of the Executive Committee or, in his absence, the Vice-Chairman of the Executive Committee or, in his absence, the Honorary Secretary shall preside as chairperson at every General Meeting of the Association.

34.2. If at any General Meeting the Chairman of the Executive Committee or the Vice-Chairman of the Executive Committee and the Honorary Secretary shall not be present within 15 minutes after the time appointed for holding the meeting, or if they shall have previously notified the Association of their intention of not being present, the members present who are entitled to vote shall choose one of their numbers to preside.

35. Attendance and speaking by non-members

35.1. Any Executive Committee Member may attend and speak at general meetings.

35.2. The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not:-

(a) members of the Association; or

(b) otherwise entitled to exercise the rights of members in relation to general meetings.

36. Adjournment

- 36.1. If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must:-
- (a) if called on the request of members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Executive Committee's determine.
- 36.2. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- 36.3. The chairperson may adjourn a general meeting at which a quorum is present if:-
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 36.4. The chairperson must adjourn a general meeting if directed to do so by the meeting.
- 36.5. When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- 36.6. Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- 36.7. If a general meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as for an original meeting.
- 36.8. If a general meeting is adjourned for less than 10 days, it is not necessary to give any notice of the adjourned meeting.

Division 3 – Voting at General Meetings

37. General rules on voting

37.1. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

37.2. If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.

37.3. On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution:-

(a) has or has not been passed; or

(b) has passed by a particular majority,

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

37.4. An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

38. Errors and disputes

38.1. Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.

38.2. Any objection must be referred to the chairperson of the meeting whose decision is final.

39. Demanding a poll

39.1. A poll on a resolution may be demanded:-

(a) in advance of the general meeting where it is to be put to the vote; or

(b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.

39.2. A poll on a resolution may be demanded by:-

(a) the chairperson of the meeting;

- (b) at least 5 members having the right to vote at the meeting present in person or by proxy; or
- (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.

39.3. The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.

39.4. A demand for a poll on a resolution may be withdrawn.

40. Number of votes of a member

40.1. On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting:-

- (a) every member present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

40.2. A member shall not be entitled to vote on any question at any general meeting either personally or by proxy or as a proxy for another member whilst any sums is due and payable by him to the Association for more than three months.

41. Votes of Mentally Incapacitated Members

41.1. A member who is a Mentally Incapacitated Person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.

41.2. The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

42. Content of Proxy Notice

42.1. A proxy may only validly be appointed by a notice in writing (“**Proxy Notice**”) that:-

- (a) states the name and address of the member appointing the proxy;

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
- (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.

42.2. The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

42.3. If the Association requires or allows a Proxy Notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.

42.4. A Proxy Notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.

42.5. Unless a Proxy Notice indicates otherwise, it must be regarded as:-

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

43. Execution of appointment of proxy on behalf of member appointing the proxy

If a Proxy Notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

44. Delivery of Proxy Notice and notice revoking appointment of proxy

44.1. A Proxy Notice does not take effect unless it is received by the Association:-

- (a) for a general meeting or adjourned general meeting, at least 48 hours before

- the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

44.2. An appointment under a Proxy Notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

44.3. A notice revoking the appointment only takes effect if it is received by the Association:-

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

45. Effect of member's voting in person on proxy's authority

45.1. A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy:-

- (a) attends in person the general meeting at which the resolution is to be decided; and
- (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.

45.2. A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of the member.

46. Effect of proxy votes in case of death, Mental Incapacity, etc. of member appointing the proxy

46.1. A vote given in accordance with the terms of a Proxy Notice is valid despite:-

- (a) the previous death or Mental Incapacity of the member appointing the proxy; or
- (b) the revocation of the appointment of the proxy or of the authority under which

the appointment of the proxy is executed.

46.2. Article 46.1 does not apply if notice in writing of the death, Mental Incapacity or revocation is received by the Association:-

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

47. Amendments to proposed resolutions

47.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-

- (a) notice of the proposed amendment is given to the company secretary in writing; and
- (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

47.2. The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).

47.3. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:-

- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
- (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.

47.4. If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

48. Corporation member

Any corporation which is a member of the Association may by resolution of its

directors of other governing body authorize such person as it thinks fit to act as its representative at any general meeting of the Association and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Association.

PART 5
MISCELLANEOUS PROVISIONS

Division 1 – Bye-laws

49. Bye-laws

The Association in general meeting may from time to time make, add to, alter and/or repeal bye-laws for the regulation of the Association, its members, officers, servants and agents provided that no bye-laws shall be inconsistent with these Articles.

Division 2 – Communication to and by the Association

50. Means of communication to be used

50.1. Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Association for the purposes of the Ordinance.

50.2. Subject to the Articles, any notice or document to be sent or supplied to the Executive Committee in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which the Executive Committee has asked to be sent or supplied with such a notice or document for the time being.

50.3. The Executive Committee may agree with the Association that notices or documents sent to the Executive Committee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 3 – Administrative Arrangements

51. Common seals

A common seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of two Executive Committee Members and those Executive Committee Members shall sign every instrument to which the common seal of the Association is so affixed in their presence.

52. Accounts

52.1. The Executive Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place and the assets and liabilities of the Association.

52.2. The books of account shall be kept at the office of the Association, or at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the Executive Committee Members.

52.3. The Executive Committee shall from time to time determine at which times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection by the members not being members of the Executive Committee and no member (not being a member of the Executive Committee) shall have any right of inspecting any accounts or books or documents of the Association except as conferred by the Ordinance or by the Articles or authorized by the Executive Committee or by the Association in general meeting.

52.4. The Executive Committee shall from time to time in accordance section 122 of the Companies Ordinance (Cap. 32), cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.

52.5. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

53. No right to inspect accounts and other records

A person is not entitled to inspect any of the Association's accounting or other records or documents merely because of being a member, unless the person is:-

- (a) an Executive Committee Member or
- (b) authorized to do so by:-
 - i. an enactment;
 - ii. an order under section 740 of the Ordinance;
 - iii. the Executive Committee; or
 - iv. an ordinary resolution of the Association.

54. Auditor's insurance

54.1. The Executive Committee may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, against:-

- (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association; or
- (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association.

54.2. In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

55. Notice

55.1. Every member entitled to receive notice of general meetings shall register with the Association an address in Hong Kong and an electronic address which may receive message words by words by electronic means such as email address and/or a mobile number with installed applications such as WhatsApps and/or WeChat function etc. to which notices can be sent, and if any member fails to do

so, notice may be given to such member by sending the same in any of the manner hereinafter mentioned to his last known place of business or residence or, if there be none, by posting the same for one week at the office of the Association.

55.2. A notice may be given by the Association to any member either personally or by sending it by post or by other electronic means to him to his registered address/office/email address/mobile number.

55.3. When a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 48 hours after the letter containing the same is posted. When a notice is sent by other electronic means such as email address and/or a mobile number with installed applications such as WhatsApps and/or WeChat function (as so informed to the Association by the member), service of the notice shall be deemed to have been effected at the expiration of 24 hours after the notice by electronic means was transmitted.

56. Indemnity

Every member of the Sub-Committee, officer or other servants of the Association shall be indemnified by the Association against all liability incurred by him as such member of the Executive Committee, Sub-Committee, officer or servant in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with an application under sections 903 and 904 of the Ordinance in which relief is granted to him by the Court.

57. Winding-up

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Association; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 3 above and

this article, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

58. Interpretation

Any question as to the interpretation of these Articles and bye-laws shall be left to the Executive Committee whose decision shall be final.